

SCR CHAPTER 10

REGULATION OF THE STATE BAR

JUDICIAL COUNCIL COMMITTEE'S NOTE, 1979: The following rules, called the state bar rules, govern the state bar of Wisconsin and its members. SCR 10.01 is in the 1977 Wisconsin statutes as section 758.25. SCR 10.02 to 10.14 were originally adopted by the supreme court on December 7, 1956, effective January 1, 1957. They were amended on February 9, 1972; June 16, 1975; November 1, 1976; November 18, 1977; March 6, 1978; and December 14, 1978. The rules were originally numbered 1 to 14 and have been clarified and numbered SCR 10.02 to 10.14 for uniformity and convenience. See appendix for bylaws for state bar of Wisconsin. Certain provisions relating to fees will be contained in SCR 40.16.

SCR 10.01 State bar of Wisconsin. (1) There shall be an association to be known as the "state bar of Wisconsin" composed of persons licensed to practice law in this state, and membership in the association shall be a condition precedent to the right to practice law in Wisconsin.

(2) The supreme court by appropriate orders shall provide for the organization and government of the association and shall define the rights, obligations and conditions of membership therein, to the end that the association shall promote the public interest by maintaining high standards of conduct in the legal profession and by aiding in the efficient administration of justice.

SCR 10.02 Organization of the state bar of Wisconsin. (1) Creation of Association. All persons licensed to practice law in this state are organized as an association to be known as the "state bar of Wisconsin," subject to the provisions of this chapter. The rules of this chapter, which are adopted in the exercise of the court's inherent authority over members of the legal profession as officers of the court, may be referred to as "state bar rules." The state bar may, for the purpose of carrying out the purposes for which it is organized, sue and be sued, enter into contracts, acquire, hold, encumber and dispose of real and personal property.

(2) Purposes. The purposes of the association are to aid the courts in carrying on and improving the administration of justice; to foster and maintain on the part of those engaged in the practice of law high ideals of integrity, learning, competence and public service and

high standards of conduct; to safeguard the proper professional interests of the members of the bar; to encourage the formation and activities of local bar associations; to conduct a program of continuing legal education; to assist or support legal education programs at the preadmission level; to provide a forum for the discussion of subjects pertaining to the practice of law, the science of jurisprudence and law reform and the relations of the bar to the public and to publish information relating thereto; to carry on a continuing program of legal research in the technical fields of substantive law, practice and procedure and make reports and recommendations thereon within legally permissible limits; to promote the innovation, development and improvement of means to deliver legal services to the people of Wisconsin; to the end that the public responsibility of the legal profession may be more effectively discharged.

(3) Definition. In this chapter, "state bar" means the state bar of Wisconsin.

SCR 10.03 Membership. (1) Persons included in membership.

As of the effective date of this rule, membership of the state bar consists of all those persons who on that date are licensed to practice law in this state. After the effective date of this rule, the membership includes all persons who become licensed to practice law in this state; subject in each case to compliance with the conditions and requirements of membership. Residence in this state is not a condition of eligibility to membership in the state bar.

(2) Enrollment. Every person who becomes licensed to practice law in this state shall enroll in the state bar by registering his or her name and social security number with the association within 10 days after admission to practice. Every change after enrollment in any member's office address or social security number shall be reported promptly to the state bar. The social security number of a person enrolling in the state bar may not be disclosed to any person or entity except the supreme court and its agencies, or as otherwise provided by supreme court rules.

(3) Classes of membership. (a) The members of the state bar are divided into 4 classes: active members, judicial members, inactive members and emeritus members. The class of active members includes all members of the state bar except the judicial members and inactive members. The class of inactive members includes those persons who are eligible for active membership but are not engaged in the practice of

law in this state and have filed with the secretary of the association written notice requesting enrollment in the class of inactive members. Judges of courts of record, full-time family court commissioners, full-time court commissioners, U.S. bankruptcy judges, U.S. magistrate judges and retired judges who are eligible for temporary judicial assignment and are not engaged in the practice of law are classed as judicial members, except that any judicial member may elect to become an active member with all rights of active membership except to hold office as an officer or governor or to practice law. The class of emeritus members includes those persons who are either active or inactive members in good standing but who are at least 70 years of age and have filed with the executive director of the association a written notice requesting enrollment in the class of emeritus members. An emeritus member has all the privileges of membership in the state bar and need not pay membership dues for the years following the year in which he or she attains the age of 70.

(b) Any inactive member in good standing and any judicial member who is no longer serving in a judicial office may change his or her classification to that of an active member by filing with the secretary a written request for transfer to the class of active members and by paying the dues required of active members. No inactive member who has not actively practiced law in this state or in another state during the last 10 years may be transferred to active membership until the transfer is approved by the supreme court except a judicial member who is no longer serving in a judicial office shall be classified as an active member upon his or her written request.

(c) No judicial or inactive member may practice law in this state or hold office or vote in any election conducted by the state bar. No person engaged in the practice of law in this state in his or her own behalf or as an assistant or employee of an active member of the state bar, or occupying a position, the duties of which require the giving of legal advice or service in this state, may be enrolled as an inactive member.

(4) Only active members may practice law. No individual other than an enrolled active member of the state bar may practice law in this state or in any manner purport to be authorized or qualified to practice law. A judge in this state may allow a nonresident counsel to appear in his or her court and participate in a particular action or proceeding in association with an active member of the state bar of Wisconsin who

appears and participates in the action or proceeding. Permission to the nonresident lawyer may be withdrawn by the judge granting it if the lawyer by his or her conduct manifests incompetency to represent a client in a Wisconsin court or by his or her unwillingness to abide by the rules of professional conduct for attorneys and the rules of decorum of the court.

(5) Membership dues and reduction of dues for certain activities.

(a) The annual membership dues for state bar operations for an active member shall be established as provided herein. Other classes of members shall pay the fraction of the dues of an active member as follows: Supreme Court Justices, the full amount; inactive member, one-half; judicial members, two-thirds; and members admitted to practice for 3 years or less, one-half. For purposes of determining an active member's dues status based on the number of years admitted, there shall be no proration based on the exact month and year of admission. A fiscal year for which any dues are required to be paid under Bylaw 1, Section 2 shall count as a full year and a fiscal year for which no dues payment is required shall not count as a year. A change in the dues of an active member for state bar operations may be made by the board of governors or as set forth herein. The state bar shall include in the dues statement each year the amount necessary to pay the costs of the Lawyer Regulation System and of the continuing legal education functions of the Board of Bar Examiners as approved by the Supreme Court. Judicial members other than Supreme Court Justices are not liable to pay the portion of the annual dues for the costs of these boards. The state bar shall show separately on its annual dues statement the portion of the total dues for state bar operations and each of the boards.

(b)1. The State Bar may engage in and fund any activity that is reasonably intended for the purposes of the association. The State Bar may not use compulsory dues of any member who objects to that use for political or ideological activities that are not reasonably intended for the purpose of regulating the legal profession or improving the quality of legal services. The state bar shall fund those political or ideological activities by the use of voluntary dues, user fees or other sources of revenue.

2. Prior to the beginning of each fiscal year, the state bar shall publish written notice of the activities that can be supported by compulsory dues and the activities that cannot be supported by compulsory dues. The notice shall indicate the cost of each activity,

including all appropriate indirect expense, and the amount of dues to be devoted to each activity. The notice shall set forth each member's pro rata portion, according to class of membership, of the dues to be devoted to activities that cannot be supported by compulsory dues. The notice shall be sent to every member of the state bar together with the annual dues statement. A member of the state bar may withhold the pro rata portion of dues budgeted for activities that cannot be supported by compulsory dues.

3. A member of the state bar who contends that the state bar incorrectly set the amount of dues that can be withheld may deliver to the state bar a written demand for arbitration. Any such demand shall be delivered within 30 days of receipt of the member's dues statement.

4. If one or more timely demands for arbitration are delivered, the state bar shall promptly submit the matter to arbitration before an impartial arbitrator. All such demands for arbitration shall be consolidated for hearing. No later than 7 calendar days before the hearing, any member requesting arbitration shall file with the arbitrator a statement specifying with reasonable particularity each activity he or she believes should not be supported by compulsory dues under this paragraph and the reasons for the objection. The costs of the arbitration shall be paid by the state bar.

5. In the event the decision of the arbitrator results in an increased pro rata reduction of dues for members who have delivered timely demands for arbitration for a fiscal year, the state bar shall offer such increased pro rata reduction to members first admitted to the state bar during that fiscal year and after the date of the arbitrator's decision.

(6) Penalty for nonpayment of dues. If the annual dues of any member remain unpaid 120 days after the payment is due, the membership of the member may be suspended in the manner provided in the bylaws; and no person whose membership is so suspended for nonpayment of dues may practice law during the period of the suspension.

(6m) Petition for reinstatement from suspension for nonpayment of dues or failure to file a trust account certificate. (a) An attorney whose suspension for nonpayment of annual membership dues for state bar operations has been for a period of less than 3 consecutive years shall be reinstated as a member by the state bar board of governors if he or she makes full payment of the amount owing and an additional payment of \$20 as a penalty. The secretary

of the state bar shall certify the reinstatement to the clerk of the supreme court.

(b) An attorney whose suspension for nonpayment of annual membership dues for state bar operations has been for a period of 3 or more consecutive years may file a petition for reinstatement with the supreme court. A copy of the petition shall be served on the board of bar examiners and the office of lawyer regulation. Separate payments in the amount of \$200 each shall be made to the board of bar examiners and the office of lawyer regulation and shall accompany the petition. Within 90 days after service of the petition for reinstatement, the board shall make a determination regarding compliance and file its finding with the supreme court. Within 90 days after service of the petition for reinstatement, the director of the office of lawyer regulation shall investigate the eligibility of the petitioner for reinstatement and file a response with the supreme court in support of or in opposition to the petition.

(c) An attorney suspended from the practice of law for failure to comply with the trust account certification requirement under SCR 20:1.15 (g) shall be reinstated as a member by the state bar board of governors if he or she files the prescribed certificate. The secretary of the state bar shall certify the reinstatement to the clerk of the supreme court.

(7) Voluntary resignation of membership. If a member of the state bar files with the executive director a written notice of the member's surrender of his or her license to practice law and the acceptance by the supreme court of his or her resignation in the state bar, the person shall then cease to be a member of the state bar and his or her name shall be removed from the membership register. Before accepting a resignation, the supreme court shall request from the office of lawyer regulation information concerning whether the attorney is the subject of any pending grievances, investigations, or proceedings.

(8) Avoidance of hardship. The board of governors may, in any case in which to do otherwise would result in hardship or injustice, permit the retroactive enrollment of members and waive penalties prescribed for delinquency in the payment of membership dues.

SCR 10.04 Officers. (1) Titles; Nomination and Election. The officers of the state bar include a president, a president-elect, an immediate past-president, a chairperson of the board of governors, a secretary and a treasurer, who shall be nominated and elected in the

manner provided by the bylaws. Only active members of the state bar residing and practicing law in Wisconsin are eligible to serve as officers of the association. The term of office of the president, president-elect, immediate past-president and chairperson of the board of governors is one year. The term of the secretary and the treasurer is 2 years, with the secretary elected in even-numbered years and the treasurer elected in odd-numbered years. The term of each officer runs until the qualification of a successor.

(2) Duties of officers. (a) *President*. The president is the chief executive officer of the association. He or she shall be a member-at-large of the board of governors and shall preside at all meetings and assemblies of the association and the executive committee. He or she shall make the appointments to and designate the chairperson of all standing committees, create and appoint special committees, and be a member, ex officio, of every committee.

(b) *President-elect and past president*. The president-elect and immediate past-president shall each be a member-at-large of the board of governors and the executive committee and shall perform all other duties assigned to them by the president or board of governors or under these rules or the bylaws. At the expiration of the one-year term of office of the president, the president-elect shall succeed to the office of president and the president shall succeed to the office of immediate past-president.

(c) *Chairperson, board of governors*. The chairperson of the board of governors shall be elected from the board membership by its members and shall be a member-at-large of the board of governors after his or her election. The chairperson shall be a member of the executive committee ex officio and shall preside at all meetings of the board of governors. The chairperson shall perform the duties of the president in the absence or disability of the president or in the event of a vacancy in the office of president.

(d) *Secretary*. The secretary shall be a member-at-large of the board of governors. The secretary shall confer with and generally supervise the executive director and the administrative staff of the state bar as to the keeping of proper minutes and records, the maintenance of correct membership files and mailing lists and the general operation of the headquarters office and he or she shall make recommendations thereon to the board of governors as required.

(e) *Treasurer*. The treasurer shall be a member-at-large of the

board of governors. The treasurer shall confer with and generally supervise the executive director and administrative staff of the state bar as to the methods and procedures used in the receipt, collection and safekeeping of all funds of the state bar and the procedures for disbursement and audit of the funds. The treasurer shall assist the executive committee in preparing the annual budget and in presenting it to the board of governors and shall make recommendations to the board of governors as to the association's financial affairs, as required.

(3) Compensation. The officers of the association shall receive no compensation for their services, but shall receive reimbursement of their expenses as authorized and directed by the board of governors.

SCR 10.05 Board of governors. (1) Composition of board. The affairs of the association shall be managed and directed by a board of governors consisting of the 6 officers of the association, all of whom shall be ex officio members-at-large of the board, not fewer than 34 members elected from the state bar districts established under sub. (2), one member selected by the young lawyers division pursuant to its bylaws, one member selected by the government lawyers division pursuant to its bylaws, three governors selected by the nonresident lawyers division pursuant to its bylaws, one governor selected by the senior lawyers division pursuant to its bylaws, and three nonlawyers appointed by the supreme court for staggered two-year terms. No person appointed by the supreme court shall serve more than two consecutive full terms. The rights and powers of the ex officio members of the board are the same as those of elected members. All past-presidents of the Wisconsin bar association or of the state bar of Wisconsin, the Wisconsin state delegate to the American Bar Association house of delegates and the deans of the Marquette university and university of Wisconsin law schools are entitled to floor privileges, but without voting privileges.

(2) State bar districts. (a) For the purpose of conducting elections of the members of the board of governors, the board of governors shall divide the state into 16 state bar districts comprising specified counties and shall establish the number of members of the board of governors to be elected from each district.

(b) The number of members of the board of governors elected from each state bar district shall be in proportion to the number of active members entitled to vote residing in the district and shall take into consideration all of the following:

1. The composition of the judicial administrative districts established by sec. 757.60, Stats.

2. The geographical area of each state bar district.

3. All existing multi-county bar associations.

4. The representation of members in each state bar district afforded by members of the board of governors selected by divisions of the association under sub. (1).

(c) Every 10 years, commencing January 1, 1995, the board of governors shall submit to the court a proposed redistricting map dividing the state bar into districts in accordance with the requirements in par. (b).

(d) Notice, filing, review, hearing and adoption of a redistricting proposal submitted under par. (c) shall be provided in SCR 10.13(2) for amendment of bylaws.

(3) Term; qualifications; nomination and election. The term of office of each elected member of the board of governors is 2 years, commencing on July 1 next following his or her election. No person is eligible to vote in a district for governor or to serve on the board of governors from a district unless he or she is an active member of the association and maintains in the district his or her principal office for the practice of law. No person is eligible for election to the board of governors for more than 2 consecutive terms. The eligibility of any person to serve as a member of the board of governors from any state bar district ceases upon removal of the person's principal office for the practice of law from the district. Nominations and elections of members of the board of governors shall be conducted in accordance with the provisions of the bylaws.

(4) Functions. (a) The board of governors has general charge of the affairs and activities of the association. It may:

1. Fix the time and place of the annual meeting of members of the association.

2. Make appropriations and authorize disbursements from the funds of the state bar in payment of the necessary expenses of the association.

3. Engage and define the duties of employees and fix their compensation.

4. Receive, consider and take action on reports and recommendations submitted by committees, sections and the assembly of members of the association at any annual or special meeting.

5. Arrange for publication of an official state bar bulletin or

journal.

6. Conduct investigations of matters affecting the association or the practice of law or the discipline of members of the association.

7. Fill vacancies arising in the membership of the board of governors or in any office except the office of president. In each case the person appointed to fill the vacancy shall hold office for the unexpired term.

8. Adopt bylaws and regulations, not inconsistent with this chapter, for the orderly administration of the association's affairs and activities.

(b) The board of governors shall meet at least 4 times each year. Twenty-four members present at any meeting constitutes a quorum. Special meetings of the board of governors may be called in accordance with the bylaws.

(c) The board of governors shall establish and maintain standing committees having respectively the functions defined in the bylaws. The board of governors may create additional standing committees and special committees and may define the authority and functions of those standing and special committees.

(d) The board of governors shall establish and maintain sections for carrying on the work of the association, each within its proper field of study defined in its bylaws. Each section consists of members who voluntarily enroll in the section because of a special interest in the particular field of law to which the section is dedicated. New sections may be established and existing sections may be consolidated or discontinued by the board of governors. Each section shall be governed by bylaws not inconsistent with this chapter or state bar bylaws. Section bylaws and amendments thereto become effective upon approval of the board of governors.

(e) A section may express a position on a matter involving a substantial issue of public policy under the following conditions:

1. The matter is one on which the section's views would have particular relevance.

2. The position is adopted in accordance with section bylaws.

3. The position is clearly taken only on behalf of the section.

4. The section charges annual dues at least equal to the cost of its legislative program so that the cost need not be borne by section nonmembers. The executive committee or board shall receive a summary of section positions on matters involving substantial issues of

public policy prior to their publication but inaction by the executive committee or board shall not be construed as support of such positions. No committee of the association may publicly express any conclusion or opinion respecting any substantial issue of public policy without having procured previous authorization from either the board of governors or the executive committee of the association. This prohibition is not applicable to the public release of reports made by committees to the board of governors prior to action thereon by the board, unless the board has otherwise ordered. If any committee or section of the association expresses publicly any conclusion or opinion on matters other than substantial issues of public policy, the expression shall indicate that the conclusion or opinion is that of the section of committee from which it emanates, rather than the conclusion or opinion of the state bar.

(f) The members of the board of governors shall receive no compensation for services to the association, but they and also the members of committees and the officers and directors of sections and of the young lawyers division, the government lawyers division, the nonresident lawyers division, and the senior lawyers division may be reimbursed for necessary expenses in the performance of their duties.

(g) A complete summary of the minutes of each meeting of the board of governors shall be promptly printed in the Wisconsin bar bulletin, with a notation that any interested person may obtain a copy of the minutes on request to the secretary.

(h) The board of governors shall establish and maintain a young lawyers division. Membership in the division shall be voluntary. Those eligible for membership in the young lawyers division shall be any member of the state bar under the age of 36 years or any member, irrespective of age, during the first 5 years following admission to the bar. This division shall be governed by bylaws not inconsistent with state bar rules and bylaws. The division bylaws and amendments thereto become effective upon approval of the board of governors. The young lawyers division shall stimulate the interest of young lawyers in the objectives and programs of the state bar and carry on projects which will be of assistance to young lawyers.

(i) The board of governors shall establish and maintain a government lawyers division. Membership in the division shall be voluntary. Those eligible for membership in the government lawyers division shall be any member of the state bar who is a salaried employee of any government. This division shall be governed by bylaws not

inconsistent with state bar rules and bylaws. The division bylaws and amendments thereto become effective upon approval of the board of governors. The government lawyers division shall promote effective collaboration between the private and public sectors of the bar and provide for the participation of publicly employed members in the governance of the state bar.

(j) The board of governors shall establish and maintain a non-resident lawyers division. Membership in the division shall be voluntary. Those eligible for membership in the non-resident lawyers division shall be any member of the state bar who has an address of record outside the state of Wisconsin. This division shall be governed by bylaws not inconsistent with state bar rules and bylaws. The division bylaws and amendments thereto become effective upon approval of the board of governors. The non-resident lawyers division shall carry on projects which will be of assistance to members outside the state of Wisconsin and provide for the participation of members outside Wisconsin in the governance of the state bar.

(k) The board of governors shall establish and maintain a senior lawyers division. Membership in the division shall be voluntary. Those eligible for membership in the senior lawyers division shall be any members of the state bar who are age 60 years or older. The division shall be governed by bylaws not inconsistent with state bar rules and bylaws. The division bylaws and amendments thereto become effective upon approval of the board of governors. The senior lawyers division shall carry on projects that will stimulate the interest of the senior lawyers in the objectives and programs of the state bar and carry on activities which will be of assistance to senior lawyers in the practice of law.

SCR 10.06 Executive committee. (1) Members; selection. The executive committee consists of the president, the president-elect, the immediate past-president, the chairperson of the board of governors, one representative each from the nonresident lawyers division, government lawyers division, young lawyers division, and senior lawyers division selected from their board of governors representatives and 6 additional members elected annually by the board of governors at its final meeting of the fiscal year. The 6 additional members shall be elected from among the governors-elect and the current governors who will serve on the board of governors during the following fiscal year. A vacancy occurring in the selected membership may be filled by action of the

board of governors.

(2) Powers. The executive committee may exercise all the powers and perform all the duties of the board of governors between the meetings of the board except the executive committee shall not, unless otherwise authorized by the board of governors: amend the bylaws; make rules or regulations governing nominations or elections; prescribe regulations for proceedings before grievance committees; or initiate the taking of any referendum or poll of members of the association. The executive committee shall directly receive and act upon all reports of committees on disciplinary matters without reporting to the board of governors. The minutes relating to disciplinary matters shall be kept separate from the general minutes and shall be confidential. The executive committee shall prepare an annual budget for submission to the board of governors and shall perform such other duties as the board of governors may prescribe. Unless otherwise ordered by the board of governors, the executive committee shall not express publicly any opinion on any matter including legislation of major public interest or concern or of major importance to the members of the association. A complete summary of the general minutes of each meeting of the executive committee shall be promptly printed in the Wisconsin bar bulletin, with a notation that any interested person may obtain a copy of the general minutes upon request to the secretary.

(3) Meeting; quorum. The executive committee shall meet at the call of the president, or at the call of the executive director upon the written demand of at least 6 of its members. All members shall be given at least 48 hours' notice by mail or telephone of the time and place of any meeting. A majority of all members constitutes a quorum. No action may be taken by the committee except upon the concurrence of at least a majority of all members. The concurrence may be registered by mail, telephone, facsimile, or e-mail.

SCR 10.07 Meetings of the association. (1) Annual meeting. There shall be an annual meeting of the members of the state bar each year. The board of governors shall determine the time and place of the annual meeting and shall arrange a suitable program.

(2) Assembly of members. An assembly of the members of the state bar may be held at each annual meeting for the purpose of discussing any issues of association public policy.

SCR 10.08 Referendum procedure. (1) Time of holding. All referendums shall be conducted in any calendar year at the same time as

and simultaneous with the election of officers and members of the board of governors of the state bar.

(2) Time for filing request. In order to be submitted to the membership in the regularly scheduled spring elections, petitions for referendum initiated by members of the state bar must be filed at the state bar headquarters no later than the first business day in January. Nothing in this rule is intended to prohibit the submission of referendum petitions at any time in the preceding calendar year after the completion of state bar elections for that year. Any referendum authorized by the board of governors shall be authorized on or before February 28 of the calendar year in which the referendum is to be held.

(3) Subject matter of referendum. (a) A referendum may inquire as to the opinion of members on any matter of public policy which is properly the subject of any action by the association, including proposals for change in the rules or bylaws of the association, except no referendum may be held on administrative or personnel matters and expenses or retroactively on dues.

(b) The same substantive question shall not be submitted to the members by referendum more frequently than one time in two calendar years.

(4) Governors may initiate. The board of governors may, by the affirmative vote of two-thirds of its membership, refer to the active members of the association for determination by mail ballot any appropriate question of public policy, as provided in sub. (3).

(5) Members may initiate by petition. When required by petition as set forth herein, the board of governors shall submit for determination by the members of the association any question appropriate for referendum, as provided in sub. (3).

(a) The petition shall succinctly and clearly state the question to be submitted by referendum.

(b) A referendum must be requested by petitions containing the signatures of 1,000 members of the state bar eligible to vote.

(c) Each petition shall contain (i) the member's signature and full name clearly printed or typed, (ii) the address of the member's principal office for the practice of law and (iii) the date on which the petition was signed.

(d) Each petition shall be circulated by an active member in good standing of the state bar.

(e) The petitions shall be verified by the circulator who shall

swear that the circulator personally obtained all signatures set forth on the petition and knows them to be members of the state bar as represented therein.

(f) The 1,000 signatures required shall include not less than 50 signatures from each of six separate districts from which members of the state bar board of governors are elected.

(g) All signatures must be obtained within a period of ninety days before the date the petition is filed.

(h) The petition shall designate the person to be notified of any insufficiency or improper form under sub. (7).

(j) Members can obtain a petition form from the executive director.

(k) Non-resident members are considered to reside in a single, non-resident district.

(6) Procedure for filing petition.

(a) The petition must be complete when filed with the state bar headquarters. Upon filing, the petition shall be examined by the state bar executive director or his or her designee in order to determine all of the following:

1. Whether the question is properly the subject of a referendum.

2. Whether the signatures are of members of the state bar who are eligible to vote.

3. Whether the signatures satisfy the geographic distribution and time requirements set forth in sub. (5)(f) and (g).

4. Whether the petition is otherwise in order as required by this section.

(b) The ruling of the executive director shall be communicated to the person designated in the petition as soon as practicable and within 2 weeks after the date on which the petition is filed.

(7) Framing the question. Upon receipt by the state bar of a referendum petition as described above and certification by the executive director as to the validity of the petition, the state bar president shall appoint a committee to frame the exact question to be submitted to the members. That committee shall include the person designated in the petition. The committee shall be responsible for framing the question in a form that is clear, intelligible and meaningful.

(8) Final certification by board of governors. Any dispute as to the certification of the validity of the petition by the executive director,

or the framing of the question by the special committee described above, shall be submitted to the board of governors who shall determine the validity of the petition and the form in which the question shall appear on the referendum ballot.

(9) Publication of question. As to all questions to be submitted to the members by referendum, space in a reasonable amount shall be provided to both the proponents and the opponents of the proposition. This space shall be made available without charge in the state bar's official publication one month prior to mailing of the referendum ballots or in another state bar mailing to all eligible voters. State bar mailing lists shall be equally available at the same costs to both proponents and opponents of any referendum.

(10) Conduct of election. The mailing of the ballots, the return of the ballots, the counting of the ballots and the reporting of the results shall be conducted in the same manner as set forth in article 3, sections 4 through 8 of the bylaws for the election of the board of governors.

(11) Binding effect. A referendum receiving an affirmative vote of a majority of the votes cast, provided that at least 25% of the eligible voters vote, shall establish state bar policy until such time as that policy may be changed or modified according to the requirements of supreme court rules or state bar bylaws.

SCR 10.09 Disbursements. (1) The board of governors shall make necessary appropriations for disbursements from the funds in the treasury to pay all necessary expenses of the association, its officers and committees. It shall be the duty of the board of governors to cause proper books of account to be kept and to procure an annual audit thereof by a certified public accountant.

(2) A financial statement showing assets, liabilities, receipts and disbursements of the state bar shall be published in the state bar bulletin prior to the annual meeting. A copy of the annual audit shall be filed with the supreme court.

SCR 10.10 Committee to review bar performance. The supreme court shall appoint a committee to review the performance of the state bar in carrying out its public functions at such time as the court deems it advisable. The supreme court shall determine in its order of appointment the size and composition of the committee. The state bar shall pay the expenses of the committee.

SCR 10.11 Executive director. There shall be an executive director of the state bar who is the chief executive officer of the

administrative staff and in direct charge of the state bar office, its records, property and equipment. The executive director shall be hired by the board of governors under terms of employment and compensation fixed by the board. The executive director shall devote full time to the affairs of the state bar. Subject to the general control of the officers, executive committee and board of governors and as appropriate and consistent with the requirements of these rules and the bylaws, the executive director shall:

(1) Attend meetings of the executive committee and board of governors and keep and disseminate the minutes of the meetings.

(2) Collect, deposit and disburse the association's funds pursuant to the budget and shall invest surplus funds at the direction of the executive committee.

(3) Maintain membership lists and individual member files.

(4) Advise and assist the officers, governors, sections and committees.

(5) Make the arrangements for association meetings.

(6) Perform other duties as directed by the board of governors or officers or as prescribed by this chapter or the bylaws.

SCR 10.12 Official publication; notice to members. The Wisconsin bar bulletin or its successor is the official publication of the state bar of Wisconsin. All official notices shall be published therein or mailed first class to members entitled thereto at their address of record. Such publication shall constitute notice to all members. The publication shall be sent by mail to all members at their address of record.

SCR 10.13 Amendment. (1) Amendment of rules. Proposals for amendment or abrogation of provisions of this chapter may be presented to the supreme court by petition of the board of governors or by petition approved by the members of the association through the referendum procedure set forth in SCR 10.08. Hearing upon such a petition will be pursuant to notice in such manner as the court directs.

(2) Amendment of bylaws. The provisions of the bylaws of the state bar of Wisconsin are subject to amendment or abrogation by resolution adopted by vote of two-thirds of the members of the board of governors, or action of the members of the association expressed through the referendum procedure defined in SCR 10.08. When any change in the bylaws has been made by the board of governors the secretary shall publish notice of the change, including a copy of the amendatory resolution, in the Wisconsin bar bulletin and shall file a

certified copy thereof with the clerk of the supreme court. A petition for review of any such change in the bylaws will be entertained by the court if signed by 25 or more active members of the association and filed with the clerk of the court within 60 days after publication of notice of the change. Hearing upon such a petition will be pursuant to notice in such manner as the court directs.

SCR 10.14 [Deleted.]

Amended November 11, 1980; June 1, 1983; January 21, 1986; February 21, 1986; October 21, 1987; April 11, 1989; January 22, 1990; November 6, 1990, March 13, 1992; May 7, 1992; April 14, 1993; March 21, 1995; April 12, 1996; October 30, 1998; November 14, 2001.

APPENDIX

State Bar By-Laws

Article I Membership

Section 1. Membership Register. The Association shall maintain a membership register for the enrollment of members of the State Bar, which shall contain as to each member a record showing the member's address, date of registration, class of original membership and each subsequent change of membership status, and such other information as may be required by the Board of Governors from time to time.

Every member shall enroll in the State Bar by signing and filing in the office of the Association a registration card showing the following information concerning the registrant:

- (a) Full name.
- (b) Residence address.
- (c) Office address. Location of principal office.
- (d) Date of admission to practice in Wisconsin.
- (e) Date of admission to practice in any state or states other than Wisconsin.
- (f) Date and place of birth; and in the case of a naturalized person, the date and place of naturalization.
- (g) Particulars regarding any previous suspension or revocation of right to practice law in any state or country.
- (h) Name of law school and year of graduation.
- (i) Social security number.

Every change after enrollment in respect of any of the matters above specified shall be promptly reported to the Executive Director. Communications from the Association to any member shall be sent to the latest address furnished by such member. At the time of enrollment of each member admitted to practice after these rules take effect, the Association shall deliver to the new member a copy of the lawyer's oath set forth in sec. 757.29, Wisconsin Statutes.

Section 2. Membership Dues. Membership dues shall be paid on the basis of a July 1 through June 30 fiscal year and shall be due and payable to the treasurer on July 1 beginning each such year. Membership dues for the fiscal year in which admission to the State Bar occurs shall

be paid by the due date stated on an initial dues statement as follows: (i) for those admitted between July 1 and December 31, full applicable annual dues; (ii) for those admitted between January 1 and April 30, one-half applicable annual dues; (iii) for those admitted between May 1 and June 30, no dues. The Board of Governors may exempt any member serving in the armed forces of the United States at the date of admission or at the beginning of any fiscal year, provided satisfactory proof of exemption is submitted to the Executive Director within 60 days of the date dues otherwise would be payable.

Section 3. Penalty for Nonpayment of Dues. (a) Any member admitted to the State Bar prior to July 1 whose dues are not paid by September 1 shall be notified of his or her delinquency and the consequent penalties by certified mail sent to the member's last known address prior to October. Failure to pay the dues by October 31 shall automatically suspend the delinquent member. The names of all members suspended from membership by the nonpayment of dues shall be certified by the Executive Director to the Clerk of the Supreme Court and to each judge of a court of record in this state, after first mailing a copy of such list to each suspended member 10 days before it is filed with the Supreme Court.

(b) Any member admitted to the State Bar on or after July 1 and whose dues are not paid within 60 days after the due date stated on his or her initial dues statement shall be notified of his or her delinquency and the consequent penalties by certified mail sent to the member's last known address within 90 days after the initial due date. Failure to pay initial dues within 120 days from the initial due date shall automatically suspend the delinquent member, and the Executive Director shall certify such suspension in the manner provided by these bylaws.

(c) Whenever a member so suspended for nonpayment of membership dues makes full payment of the amount owing, and in addition thereto the sum of twenty dollars as a penalty, the member shall be reinstated as a member by the Board of Governors, and the fact of reinstatement shall be certified by the Secretary to the Clerk of the Supreme Court. Provided however in the case of any person whose membership dues shall have been in arrears for a period of three or more consecutive years, no application for reinstatement shall be granted unless ordered by the court. Provided further however, that no person whose membership is suspended for the nonpayment of dues shall be entitled to practice law during the period of such suspension.

Section 4. Hardship Cases. The Executive Director, with the approval of the President, may in individual cases waive or refund dues or penalties in any case where to do otherwise would work an injustice or an undue hardship. All such waivers or refunds shall be reported to the Board of Governors.

Section 5. Dues Reduction Arbitration Procedure. (a) Demands for arbitration of the dues reduction under SCR 10.03(5)(b) shall be made in writing and shall be delivered to the Executive Director of the State Bar within 30 days of receipt of the member's dues statement. Delivery may be made in person or by first class mail, and mailed demands will be deemed delivered upon mailing. Demands shall include the name and address of the member or members demanding arbitration, a brief statement of the claim or objection, and the signature of the member or members.

(b) If one or more timely demands for arbitrations are delivered, the State Bar shall agree to submit the matter forthwith to arbitration. All timely demands for arbitration shall be consolidated for hearing before the arbitrator appointed, and the provisions of sec. 788, Stats., shall apply as if the parties had entered into a written agreement for arbitration. A member demanding arbitration is required to pay his or her dues by October 31 or 15 days following the arbitrator's decision, whichever is later. Failure to pay dues by such date shall automatically suspend the delinquent member.

(c) Upon receipt of all demands for arbitration, the State Bar shall apply for appointment of an impartial arbitrator to the Chief Judge of the Federal District Court for the Western District of Wisconsin.

(d) Members demanding arbitration shall have access to the financial records upon which the State Bar based the determination of the amount of dues that can be withheld. These records shall be available for inspection and copying during normal business hours. Copying shall be at the member's expense.

(e) The arbitrator shall determine the date, time and location of the arbitration hearing(s) and shall so notify the parties at least 15 days prior to said hearing(s). The arbitrator will promptly hold hearings in which the parties will be permitted to participate personally or through a representative. The State Bar shall bear the burden of proof regarding the accuracy of the determination of the amount of dues that can be withheld. All parties will be given the opportunity to present evidence and to present arguments in support of their positions. The following

rules shall apply to the arbitration proceedings:

- i. There will be no transcripts or post-hearing briefs.
- ii. The arbitrator will issue an award stating the reasons for the decision within 30 business days of the closing of the hearing. The opinion will be brief, and based on the evidence and arguments presented.
- iii. The arbitrators will charge a maximum of \$100 per hour for services, including the hearing, preparation and study time, and shall be reimbursed for all necessary expenses of the arbitration.
- iv. The hearing shall be held within 60 days of appointment of the arbitrator.
- v. The arbitrator shall not be deemed a necessary party in judicial proceedings relating to the arbitration.
- vi. The arbitrator shall have no authority to add, subtract, set aside or delete from any Supreme Court Rule, or State Bar bylaw.

(f) Members first admitted to the State Bar after the date of notification to members shall be given that notification with their initial dues statements. Such members shall be further notified that they may deliver a demand for arbitration within 30 days following receipt of the notification. If arbitration is pending at the date of delivery of a demand for arbitration by a newly admitted member, the newly admitted member's demand shall be consolidated with the pending arbitration. All of the provisions of this section shall otherwise apply to demands for arbitration filed by newly admitted members.

Article II Officers

Section 1. Nominations. The President-Elect, the Secretary and the Treasurer of the State Bar shall be elected from a list of candidates nominated in the manner herein prescribed. A committee of five members to nominate candidates for said offices to be voted on at the next annual election shall be appointed by the President of the Association with the approval of the Board of Governors at the first regularly scheduled Board meeting following the annual convention. Such report shall name two or more candidates nominated by the committee for the Office of President-Elect, two or more candidates nominated for the Office of Secretary and two or more candidates nominated for the Office of Treasurer. Before making its report, the committee shall solicit from the membership the names of members interested in seeking nomination to any office scheduled for election.

The committee shall make its report no later than December 15 in each year. Other persons may be nominated for any of said offices by petition signed in the case of each candidate by not less than one hundred active members of the Association, and filed in the Office of the Executive Director on or before the first business day of February of the year of the election, provided that before the filing of such petition a statement shall be endorsed thereon by the nominee to the effect that the member consents to nomination for the office designated in the petition.

Section 2. Voting and Canvass of Ballots. The provisions of Sections 4 to 8 inclusive of Article III of these By-Laws relating to the election of members of the Board of Governors shall be applicable also to the election of officers.

Section 3. Election of Chairperson of the Board of Governors. A Chairperson of the Board of Governors shall be elected by the Board from its members at its last regular meeting each fiscal year. The President shall appoint a nominating committee from the governors to nominate one or more candidates for this office at the second to last regular Board meeting of the fiscal year. Those eligible for nomination and election to this office shall be: all who are then members of the Board, including members whose second terms expire that June, except for the President and President-Elect. While serving in that office, the Chairperson of the Board shall be a governor at large and no longer a district governor.

Section 4. Commencement of Term of Office. The terms of all out-going officers of the Association and the Chairperson of the Board of Governors shall end, and the term of their successor shall commence on the first day of July.

Article III Board of Governors

Section 1. Qualifications of Electors. Each member of the Board of Governors shall be elected by the active members of the State Bar eligible to vote in the State Bar District in which such member of the Board of Governors has his or her principal office for the practice of law.

Section 2. Term. At the annual election members of the Board of Governors shall be elected in the several State Bar districts by the members entitled to vote in each Bar district where there is a vacancy or vacancies for governor or governors whose terms expire.

Section 3. Nomination Petitions. Nominations for the Office of

Governor shall be by petition signed in respect of each nominee by not less than ten persons entitled to vote for such candidate. Blank forms for that purpose shall be supplied by the Executive Director of the Association on request. Nomination petitions for candidates to be voted on at the annual election in any year shall be filed in the office of the Executive Director not later than the first business day of March of such year, provided that before the filing of such petition a statement shall be endorsed thereon by the nominee to the effect that the nominee consents to nomination for the office designated in the petition. No nominating petition for governor shall be filed on behalf of any member practicing in the same county in which another member is a governor whose term does not expire at the next annual meeting.

Section 4. Voting List. On the third Friday of March in each year the voting list shall close for the election in that year. Every active member of the Association in good standing on that date shall be entitled to vote in the State Bar District in which the member's principal office for the practice of law is located, for officers of the State Bar and for the governor or governors for such district to be elected that year.

Section 5. Mailing of Ballots. On or before the second Friday of April in each year the Executive Director shall prepare and mail required ballots to each active member of the State Bar entitled to vote at the annual election. One form of ballot sent to persons entitled to vote in each State Bar District shall contain the names of the nominees for the several offices of the State Bar to be filled at the annual election, and a separate form of ballot shall contain the names of the nominees for the Office of Governor from such district. If any such person entitled to vote in such election fails to receive his or her ballots, or if it appears that any such ballot has been lost or destroyed, a new ballot shall be furnished to the person by the Executive Director. The fourth Friday of April in each year shall be the last day for voting in such election and no ballots received after that date shall be counted.

Section 6. Voting of Ballots. No ballot shall be counted unless returned to the Office of the Executive Director of the Association on or before the last day for voting, in an envelope furnished by the Executive Director marked "Ballot."

Section 7. Checking and Custody of Ballots. The Executive Director shall receive and have custody of the ballots after they are voted until they are canvassed. All such ballots shall be segregated as to State Bar districts from which they are received. The envelope containing the

ballots shall be retained unopened until turned over to the certified public accountant for canvass.

Section 8. Canvass of Ballots. The ballots shall be canvassed by a certified public accountant selected by the Executive Committee. The candidate receiving the highest number of votes for each office shall be declared elected. In case of a tie vote the Executive Committee shall determine the successful candidate by lot drawn by the Committee. The certified public accountant shall certify the results to the Executive Director, who shall forthwith notify the candidates and announce the results. Upon completion of the canvass, the certified public accountant shall retain the ballots subject to the further order of the Board of Governors.

Section 9. Meetings of Board of Governors. (a) There shall be a regular meeting of the Board of Governors in each year at the time of the annual meeting of members of the State Bar. There shall be at least three additional regular meetings in each year. The meetings shall be on the dates set by the President and announced no later than thirty days following the President's assumption of office on July 1. Special meetings of the Board of Governors may be held at any time upon call of the President, and shall be called by the President upon written request signed by seven members of the Board.

(b) Notice of the time and place of regular and special meetings of the Board shall be given to each member by the Executive Director by mail or telephone at least five days before the meeting. At any regular meeting of the Board any business may be transacted which is within the power of the Board, whether or not specified in the call or notice of the meeting. At any special meeting of the Board, any business may be transacted which is within the power of the Board if specified in the call or notice of the meeting. Members of the Board may participate and vote by telephone at any special meeting, but not at a regular meeting. Members appearing by telephone at a special meeting shall be deemed present for the purpose of determining a quorum. Action by the Board may be taken by a majority of members present at a meeting at which a quorum is present, except action upon legislative proposals, proposed supreme court rule changes and proposed executive agency rule changes shall require approval by a 60% majority of members present at a meeting at which a quorum is present. At any regular or special meeting, any business placed on a consent agenda that is part of the notice or call will be acted upon without debate. Business listed

on the consent agenda may be removed by any one governor within a 72-hour notice to the Secretary of the State Bar.

Section 10. Members of Judicial Council. Upon expiration of the term of office of each member of the Judicial Council selected by the Wisconsin Bar Association pursuant to the provisions of sec. 758.13, Wisconsin Statutes, the successor in such office shall be elected from the active members of the State Bar in the manner provided for the election of officers.

Section 11. American Bar Association Delegates. (a) Upon expiration of the term of office of each State Bar delegate of the House of Delegates of the American Bar Association, the successor shall be elected by the Board of Governors and every vacancy thereafter occurring in such office shall be filled in the manner specified below.

(b) The election of delegates shall be held at the meeting of the Board of Governors held in conjunction with the annual meeting of the State Bar of Wisconsin each year.

(c) Qualification for election as State Bar of Wisconsin delegate to the American Bar Association House of Delegates shall be membership in the State Bar of Wisconsin and the American Bar Association and shall be made by petition of nomination to such office endorsed by at least ten members of the State Bar of Wisconsin Board of Governors, except that a candidate for Young Lawyer delegate who is otherwise qualified under section 6.4 of the American Bar Association Constitution shall be nominated by petition endorsed by at least four members of the Young Lawyers Division Board of Directors. Members of the State Bar of Wisconsin Board of Governors or, in the case of nomination of the Young Lawyer delegate, members of the Young Lawyers Division Board of Directors, may endorse any number of candidate petitions. Petitions for nomination shall be substantially in the form of petition for election to the State Bar of Wisconsin Board of Governors as prescribed in Article III, Section 3 of the State Bar of Wisconsin Bylaws with appropriate changes in order to make the petition germane to this purpose. Petitions for nominations shall be filed in the office of the Executive Director of the State Bar of Wisconsin no later than the 15th day of April in the year the election is to be held.

(d) Notice of election for terms of delegates expiring at the close of the American Bar Association Annual Meeting each year shall be substantially in the form as the notice attached hereto as Exhibit A. Said notice shall be published in the February and March issues of the

Wisconsin Lawyer each year.

(e) Commencing with delegates elected at the meeting of the Board of Governors held in conjunction with the 1994 Annual Meeting of the State Bar of Wisconsin, no candidate shall be elected to more than three consecutive terms.

Exhibit A

Notice of Election of State Bar of Wisconsin Delegates to the American Bar Association House of Delegates.

An election of two members or in odd numbered years, one member and one member of the Young Lawyers Division, of the State Bar of Wisconsin to the American Bar Association House of Delegates (House) will be held at the meeting of the Board of Governors on the ____ day of ____ 19 _____. Those members interested in representing the State Bar of Wisconsin in such capacity are referred to Article III, Section 11 of the State Bar of Wisconsin Bylaws for qualifications for election and election procedure. Below is a brief description of the American Bar Association House of Delegates as well as the duties of said office.

The House has the ultimate responsibility for establishing Association policy, both as to the administration of the Association and its positions on professional and public issues. The House elects the officers of the Association and members of the Board of Governors upon nomination of the Nominating Committee. The House has sole authority to amend the Association's Bylaws and has authority to amend the Association's Constitution upon concurrence of the Association's Assembly of members. The House authorizes committees and Sections of the Association and has the authority to discontinue them. The House sets the dues for membership upon recommendation of the Board of Governors.

A Delegate is responsible for attending each meeting of the House, participating fully in its proceedings and discharging the responsibilities of the House. The State Bar of Wisconsin reimburses the expenses incurred by its delegates for transportation and lodging for the meeting of the House held at the Annual Meeting of the American Bar Association. The American Bar Association reimburses the expenses, which conform to the American Bar Association policy, incurred by all delegates for transportation to the Mid-year meeting of the House. The State Bar reimburses its delegates for lodging expenses

incurred by its delegates at the Mid-year meeting of the house.

It is the responsibility of each Delegate to keep his or her constituency fully apprised of the actions taken by the House, and, to the extent possible, matters pending before the House; and to assist constituent entities in presenting issues of concern for debate and action by the House.

Article IV Standing Committees

Section 1(a). Appointment. Number of Members. Term. Each of the standing committees other than the Committee on Legal Assistance and the Continuing Legal Education Committee shall consist of 12 members. The Committee on Legal Assistance shall consist of 18 members, 3 of whom are attorneys employed by legal services, legal aid, or legal assistance providers. The Continuing Legal Education Committee shall consist of 13 members, one of whom must be a member of the Government Lawyers Division. The members of each such committee shall be appointed by the President for a term of three years, so arranged that the term of office of only one-third of the members shall expire in any year. No person is eligible for appointment to the same committee for more than two consecutive terms. The Government Lawyers Division member of the Continuing Legal Education Committee shall be appointed by the President for a term of one year. The chairperson of each committee shall be designated by the President for a term of one year. In the event of any vacancy in any committee it shall be filled by appointment by the President for the unexpired term. Members of committees shall serve until the appointment of their respective successors. A majority of the members of any committee shall constitute a quorum for the transaction of business. Each committee shall keep a record of its meetings and proceedings and shall submit an annual report to the Board of Governors. The Board of Governors may assign powers or duties to any standing committee in addition to those hereinafter set forth.

(b) Removal for Nonattendance. After two consecutive nonexcused absences from meetings of any committee, the chairperson of the committee shall report said absences to the President. The President shall thereupon notify such member of the member's removal from the committee, and appoint a replacement for the balance of the term of office.

Section 2. Committee on Continuing Legal Education. This

committee shall provide guidance for the State Bar of Wisconsin's continuing legal education program, which is designed to serve the public interest by improving the competence of lawyers. Competence includes knowledge of substantive and procedural law, principles of ethics and professionalism, and techniques of law practice management. The continuing legal education program should be committed to providing a range of high quality educational and practice resources at competitive prices while recognizing that its long term vitality is dependent upon fiscal responsibility.

Section 3. Committee on Professional Ethics. This committee shall formulate and recommend standards and methods for the effective enforcement of high standards of ethics and conduct in the practice of law; shall consider the "Rules of Professional Conduct for Attorneys" as adopted by the Wisconsin Supreme Court and the observance thereof, and shall make recommendations for appropriate amendments thereto. The committee shall have authority to express opinions regarding proper professional conduct, upon written request of any member or officer of the State Bar. However, the committee shall not issue opinions as to the propriety of past or present conduct of specific member attorneys unless requested to do so by a grievance committee of the State Bar or by the Board of Governors of the State Bar. Unless waived by the requestor or subject, the identities of all requestors of past and current opinions or advice shall be confidential and information relating thereto shall also remain confidential. Members of the committee or designees who provide ethics advice to member attorneys shall be subject to this requirement of confidentiality.

Section 4. Committee on Communications. This committee shall create, develop and implement effective means and methods of communication between the State Bar, courts, attorneys, clients, all forms of media and the general public. It shall suggest, encourage and foster the activities of local bar associations in communicating more efficiently and effectively in their respective areas. It shall be responsible for the relations of the State Bar to the public and shall report and make recommendations from time to time to the Board of Governors.

Section 5. Committee on Legal Assistance. This committee shall promote the establishment and efficient maintenance of legal aid organizations equipped to provide legal services to those unable to pay for such service; shall study the administration of justice as it affects

persons in the low income groups; and shall study and report on methods of making legal service more readily available to persons of moderate means, and shall encourage and assist local bar associations in accomplishing this purpose.

Section 6. Special Committees. Each special committee shall consist of a number of members determined and appointed by the President or, if the special committee is a committee of the Board of Governors, such number as shall be determined and appointed by the President with the advice and consent of the Board of Governors. Appointments to special committees shall be for a term of one year. No person is eligible for appointment to the same special committee for more than four consecutive years. Creation or abolition of a special committee by the President is subject to review and approval by the Board of Governors. The Chairperson of each special committee, other than a committee of the Board, shall be designated by the President for a term of one year. The Chairperson of each committee of the Board shall be designated by the Board for a term of one year. In the event of any vacancy in any special committee, it shall be filled by appointment by the President or, in the event of a vacancy in a committee of the Board, by the Board for the unexpired term. Members of the special committee shall serve until the appointment of their respective successors. Each special committee shall keep a record of its meetings and proceedings and shall submit an annual report to the Board of Governors. The members of any special committee shall be subject to the removal provisions contained in Section 1(b).

Article V Finance Committee

Section 1. Composition. There shall be a continuing Special Committee on Finance composed of the President, President-Elect, immediate Past-President, Treasurer, Chairperson of the Continuing Legal Education Committee or his or her designee, and four members who shall be appointed by the President and shall be experienced with the governing of the Bar and with financial management. The President shall appoint the chairperson.

Section 2. Functions. The Committee on Finance shall review the annual budget proposed by the Executive Director and make recommendations to the Board of Governors thereon, and shall maintain continuing budget and expenditure scrutiny during the year. The committee shall also deal with other financial aspects of the

Association's operation, including review of financial statements and recommendations thereon, pension administration, investment and other asset management, and long-range financial planning; shall serve as a resource on financial policies and procedures for proposed actions of the Board of Governors and the Executive Committee; and shall perform such other functions and duties as are assigned by the Board of Governors, the Executive Committee or the President.

Article VI Section Organization and Activities

Section 1. Establishment, Consolidation and Discontinuance of Sections. Upon approval of an application for the establishment of a new section, the Board of Governors, by a vote of a majority of its members may establish such a section dedicated to a field of law not committed to any other section or committee of the Association. Every application to the Board of Governors for the establishment of a section shall set forth:

(a) The field of law to which the proposed section is to be dedicated, which shall be within the purposes of the State Bar and outside the field of law committed to any existing section or committee of the Association.

(b) A statement of the need for the proposed section.

(c) The proposed by-laws for the government of such section.

(d) The names of the several committees, if any, of the proposed section.

(e) A list of members of the Association who have signified their intention of applying for membership in the proposed section.

An application for the consolidation of existing sections shall set forth the information required in the case of an application for establishing a section. Such an application may be granted by the Board of Governors in its discretion, by vote of a majority of the members of the Board of Governors, but only after notice by mail to the members of such section.

A section may be discontinued by vote of a majority of the members of the Board of Governors but only after notice by mail to the members of such section.

Section 2. Membership of Sections. Any member of the State Bar shall be entitled at the member's election to enroll in any section.

Section 3. Section Officers and Council. Each section shall have a chairperson and council and such other officers as the section by-laws

may provide. The council of a section shall consist of the officers ex officio and such other members as may be provided in the by-laws. No change in the by-laws of any section shall be effective until approved by the Board of Governors.

Section 4. Section Dues. The members of any section may be required to pay section dues in such amount and for such purposes as the section, with the approval of the Board of Governors, may from time to time determine.

Section 5. Section Meetings. The officers and directors of each section shall arrange for meetings of the section in conjunction with the annual meeting of the State Bar. Special meetings may be held at such times and places as the section boards and officers may determine.

Section 6. Reports. Each section shall submit to the Board of Governors prior to the annual meeting of the Association in each year a report of the activities of the section.

Section 7. Expenses. Expenditures out of the dues of sections shall be made only by direction of the council of the section; and the treasurer of the State Bar shall pay out of such dues only such amounts as the chairperson of the section shall certify to have been so authorized.

Article VII Amicus Curiae Briefs Briefs *amicus curiae* may be authorized and filed in the name of the State Bar of Wisconsin or one of its sections or divisions pursuant to the following guidelines, policies and procedures:

Section 1. State Bar of Wisconsin Briefs.

(a) *Authorization.* The Board of Governors may authorize the preparation and filing of a State Bar of Wisconsin brief *amicus curiae* by an affirmative vote of at least two-thirds of those members present and voting.

(b) *Appropriate Cases.* Briefs *amicus curiae* may be authorized only when consistent with the purposes of the State Bar, as expressed in SCR 10.02(2).

(c) *Preparation and Filing of Briefs.*

1. A brief *amicus curiae* may be filed only after review and approval by the President of the State Bar who, in consultation with others as may be necessary and appropriate, shall insure that the brief is of high professional quality and an accurate representation of State Bar policy.

2. In addition to the person or persons actually preparing the

brief, the President of the State Bar shall also appear as counsel on the brief.

3. The State Bar shall pay for the costs of printing and filing an *amicus curiae* brief but will pay no legal fees for preparation or review of such brief.

(d) *Role of Individual Members, Committees, Divisions and Sections.*

1. Whenever practicable, appropriate State Bar committees, divisions and sections shall be consulted prior to authorization of an *amicus curiae* brief.

2. Individual members, committees, divisions and sections may recommend that a brief *amicus curiae* be filed in the name of the State Bar of Wisconsin, which recommendation shall include:

a. A full statement of the facts of the controversy and the status of the litigation;

b. A statement of the principles of law to be supported with a full explanation of the applicant's reasons for believing that the case is an appropriate one for State Bar involvement;

c. A statement advising when the recommendation was authorized and a description of any dissenting views when presented by a committee, division or section;

d. A full disclosure of any personal or professional interest in the matter of any proponent of the recommendation, or of any individual member of the section or division directors or officers or committee members which authorized the submission of the recommendation;

e. The name of the person or persons who are proposed to prepare the brief *amicus curiae*;

f. The names of all interested parties to whom a copy of the recommendation has been furnished prior to submission to the Board of Governors or Executive Committee.

(e) *Involvement by State Bar Membership.*

1. Whenever practicable prior to authorizing or filing a brief *amicus curiae*, notice of the proposed action shall be published in the *State Bar Wisconsin Lawyer* or *Newsletter* inviting comment and recommendations from the State Bar membership.

2. All comments and recommendations from the membership timely received under (e)(1) shall be considered by the Board of Governors or Executive Committee prior to taking the proposed action.

Section 2. Section and Division Briefs.

(a) *Authorization.* No *amicus curiae* brief shall be filed by any committee, section or division of the State Bar of Wisconsin without the authorization provided herein.

1. Upon receipt of any request to file an *amicus curiae* brief from any person, lawyer, committee, section or division of the State Bar, the President or designee shall, as soon as practical, telephonically or electronically communicate such request to counsel for the opposing party in the court below and to any other committee, section or division of the State Bar that reasonably would be expected to have an interest in the issues of the case and invite any timely comment to such request.

2. If a request originates from a court, whether it goes first to a committee, section or division or directly to the Board of Governors, the foregoing paragraph shall not apply.

3. Authorization for the preparation and filing of a brief *amicus curiae* by a committee, section or division shall be by an affirmative vote of at least two-thirds of the members of the Board of Governors present and voting at an official meeting of the Board of Governors.

4. In the event the President of the State Bar of Wisconsin determines it is not feasible or practical for the Board of Governors to meet and act upon a requested authorization to file a brief *amicus curiae*, then Paragraph 3 shall not apply. In such case the President shall electronically communicate the request for such brief and any comments to all members of the Board of Governors, which communication shall be for informational and comment purposes only. The President shall then contact and convene, either in person or through telephonic or electronic communication, a meeting of the Executive Committee of the State Bar of Wisconsin. The committee shall then, where deemed appropriate by the President, assume the responsibilities of the Board of Governors as to the authorization of the preparation and filing of an *amicus curiae* brief by affirmative vote of at least two-thirds of the members of the Executive Committee then participating and voting, provided that those Executive Committee members participating and voting constitute at least a majority of the Executive Committee.

5. If for any reason the President of the State Bar of Wisconsin is unable to assume the duties provided for above, the President-elect shall be authorized to act in the capacity of the President of the State Bar of Wisconsin for the limited purpose of determining whether or not it is feasible and practical to require an authorization of the total Board of Governors, or whether the situation demands immediate action and

therefore the convening of the Executive Committee for the purpose of considering the *amicus curiae* brief request.

6. The President has the discretion to refuse to consider a request to file an *amicus curiae* brief in the event it is not submitted in a timely manner.

(b) *Appropriate Cases.* Briefs *amicus curiae* may be authorized only when consistent with the purposes of the State Bar, as expressed in SCR 10.02(2) and the purposes of the section or division as expressed in the section bylaws.

(c) *Preparation and Filing of Briefs.*

1. A brief *amicus curiae* may be filed only after review and approval by the chairperson of the section or president of the division who, in consultation with others as may be necessary and appropriate, shall insure that the brief is of high professional quality and an accurate representation of section or division policy and in accordance with the authorization of the Board of Governors.

2. In addition to the person or persons actually preparing the brief, the chairperson of the section or president of the division shall also appear as counsel on the brief.

3. The section or division may pay for the costs of printing and filing an *amicus curiae* brief but may not pay legal fees for preparation or review of such brief.

4. The brief must include a statement that it is filed only by the section or division, not the Board of Governors or any other State Bar entity.

(d) *Role of Individual Members, Committees, Divisions and Sections.*

1. Whenever practicable, appropriate State Bar committees, and other divisions and sections shall be consulted prior to requesting authorization of an *amicus curiae* brief by the Board of Governors.

2. A section or division request for authorization to file an *amicus curiae* brief shall include:

a. A full statement of the facts of the controversy and the status of the litigation;

b. A statement of the principles of law to be supported with a full explanation of the reasons for believing that the case is an appropriate one for section or division involvement;

c. A statement advising when and by what vote it was decided to request authorization to file an *amicus* brief and a description of any

dissenting views;

d. A full disclosure of any personal or professional interest in the matter of any individual member or officer or director of the section or division;

e. The name of the person or persons who are proposed to prepare the brief *amicus curiae*;

f. The names of all interested parties to whom a copy of the request for authorization has been furnished prior to submission to the Board of Governors or Executive Committee.

(e) *Involvement by State Bar Membership.*

1. Whenever practicable prior to authorizing or filing a brief *amicus curiae*, notice of the proposed action shall be published in the *State Bar Wisconsin Lawyer* or *Newsletter* inviting comment and recommendations from the State Bar membership.

2. All comments and recommendations from the membership timely received under (e)(1)1 shall be considered by the Board of Governors or Executive Committee prior to taking the proposed action.

Article VIII Indemnification of Officers, Employees, and Agents

Section 1. Power. The State Bar of Wisconsin (herein State Bar) shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether with or without merit (other than an action, suit or proceeding by or in the right of the State Bar) by reason of the fact that he or she is or was a member of the Board of Governors of the State Bar or its Executive Committee, an officer or employee of the State Bar, or an agent of the State Bar acting on its behalf as a committee, division, or section member or as an appointee of an officer or the Executive Director of the State Bar (all of the above herein designated as "State Bar Persons"), against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if he or she breached or failed to perform any duty resulting solely from his or her status as a State Bar Person unless the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with the State Bar or its members in connection with a matter in which the State Bar Person has a material conflict of interest.

(b) A violation of criminal law, unless the State Bar Person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(c) A transaction from which the State Bar Person derived an improper personal profit.

(d) Willful misconduct.

Section 2. Effect of Termination. The termination of any action, suit or proceeding referred to in Section (1) by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that indemnification of the State Bar Person is not required under this section.

Section 3. Success on Merits. To the extent that a State Bar Person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section (1), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by the person in connection therewith.

Section 4. Denial of Indemnification. Any indemnification under section (1) shall be made by the State Bar unless there is a determination that indemnification of the State Bar Person is improper in the circumstances because he or she has breached or failed to perform a duty in a manner described in Section (1)(a) to (d). Such determination shall be made by one of the following subject to review by the court which conducted the action, suit or proceeding or by another court of competent jurisdiction:

(a) By the Executive Committee of the Board of Governors of the State Bar by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceedings; or

(b) By the Board of Governors of the State Bar by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

Section 5. Advance Payment. Expenses including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the State Bar in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the State Bar Person to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the State Bar as provided in this Article.

Section 6. Insurance. The State Bar shall have power to purchase

and maintain insurance on behalf of any State Bar Person against any liability asserted against the person and incurred by him or her in any capacity as a State Bar Person whether or not the State Bar would have to indemnify against such liability under this Article. Where there is insurance coverage the State Bar will not indemnify against attorney's fees paid by the State Bar Person except where such person has reasonably retained counsel because a claim exceeds the insurance coverage.

Article IX Amendment

The provisions of these By-Laws shall be subject to amendment or abrogation by (i) resolution adopted by vote of two-thirds of the members of the Board of Governors, or (ii) action of the members of the Association expressed through the referendum procedure defined in SCR 10.08. When any change in the By-Laws has been made, the Executive Director shall publish notice thereof, including a copy of the amendatory resolution, in the official bulletin of the State Bar, and he or she shall file a certified copy thereof with the Clerk of the Supreme Court. A petition for review of any such change in the By-Laws will be entertained by the Court if signed by twenty-five or more active members of the Association and filed with the Clerk of the Court within sixty days after publication of notice of such change. Hearing upon such a petition will be pursuant to notice in such manner as the Court may direct.

Amended March 24, 1981; April 20, 1982; June 13, 1982; June 10, 1983; October 14, 1983; June 15, 1984; August 26, 1988; January 4, 1990; June 19, 1991; September 13, 1991; June 17, 1992; April 2, 1993, April 19, 1993, June 16, 1993, October 21, 1993, June 22, 1994; January 23, 1996; September 20, 1997; January 25, 2000; April 14, 2000; March 7, 2001; April 10, 2001; January 23, 2002; January 28, 2002.